



1. FLO
COPPER RATIO:

1901 JULY - PAPER TIE DYEING
 1902 JULY - PAPER TIE DYEING
 1903 JULY - PAPER TIE DYEING
 1904 JULY - PAPER TIE DYEING

1 5891
RECORDATION NO. _____

OCT 23 1988-2 20 PM

INTERSTATE COMMERCE COMMISSION

October 27, 1988

10/28/88
13

Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C.
20423

ATTN: Ms. M. Lee
Room 2303

Dear Ms. Lee:

Enclosed herewith are three (3) original copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale with, Exhibits "A" and "B" attached, representing a sale of boxcars between:

Seller: NRUC Corporation
100 North Twentieth Street
Philadelphia, Pennsylvania
19103

and

Purchaser: Northwestern Oklahoma Railroad Company
One Foxfield Square
Suite 200
St. Charles, Illinois
60174

A fee of thirteen dollars (\$13.00) is enclosed, please return two (2) copies of the above Bill of Sale to me at address listed above with the recordation certification data stamped thereon.

Sincerely,

Sincerely,
Robert L. Shiner, Jr.
Robert L. Shiner, Jr.
Vice President

RLS/rfg

Countess of Hermann

BILL OF SALE

1 5894
OCT 23 1988 2 PM
INTERSTATE COMMERCE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS THAT, for value received, the receipt and sufficiency of which are hereby acknowledged, NRUC CORPORATION ("Seller") does hereby grant, bargain, sell, convey, transfer and deliver to NORTHWESTERN OKLAHOMA RAILROAD CO. ("Purchaser"), its successors and assigns forever, all right, title and interest of Seller in and to all of the boxcars specifically identified on Exhibit A (the "Cars"), TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns forever.

Seller represents and warrants as follows:

(A) Seller has good, valid and marketable title to the Cars free and clear of all liens, pledges, security interests, charges, encumbrances or other defects of title of any nature whatsoever, and there is no contract, covenant or restriction which prevents Seller from conveying or transferring to Purchaser unencumbered title to the Cars or giving possession of the Cars to Purchaser.

(B) THE CARS ARE PURCHASED BY PURCHASER "AS IS WHERE IS", IN INTERCHANGEABLE CONDITION, SUITABLE FOR CLASS "A" COMMODITY LOADING AND SELLER DOES NOT MAKE ANY OTHER WARRANTIES OR REPRESENTATIONS, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE BOXCARS, MERCHANTABILITY OF THE BOXCARS, FITNESS OF THE BOXCARS FOR A PARTICULAR PURPOSE OR ANY OTHER MATTER CONCERNING THE BOXCARS EXCEPT AS SET FORTH ABOVE.

IN WITNESS WHEREOF, Seller has executed this instrument on the 21st day of October 1988.

ATTEST:

NRUC CORPORATION:

X. J. [Signature]
Secretary

By: Robert L. Shiner
Title: Vice President

EXHIBIT A
TO
BILL OF SALE FROM NRUC CORPORATION
TO
NORTHWESTERN OKLAHOMA RAILROAD COMPANY
OCTOBER 21, 1988

Description of Cars - 50'6" Seventy-Ton Boxcars bearing Car numbers
as follows:

NEW CAR NUMBERS

NOKL 88223
NOKL 88228
NOKL 88237
NOKL 88239
NOKL 88240
NOKL 88242

PREVIOUS CAR NUMBERS

NSL 155205
NSL 155210
NSL 155250
NSL 155252
NSL 155253
NSL 155255

EXHIBIT "B"

CERTIFICATE OF INSPECTION AND ACCEPTANCE

To: NRUC CORPORATION
100 North Twentieth Street
Second Floor
Philadelphia, PA 19103

From: NORTHWESTERN OKLAHOMA RAILROAD
One Foxfield Square
St. Charles, IL 60174

The undersigned, a duly authorized inspector of Lessee does hereby certify that:

Under authority of Lessee, I have inspected and accepted delivery of the units of railroad equipment specified in the listing below as conforming in all respects to the terms and provisions of the Lease Agreement:

<u>DESCRIPTION</u>	<u>MARK</u>	<u>SERIAL NUMBERS</u>
150 50'6" 70 TON	NOKL (NSL)	88223 (155205)
BOX CARS	" "	88228 (155210)
AS per	" "	88237 (155250)
EXHIBIT A	" "	88239 (155252)
	" "	88240 (155253)
	" "	88242 (155255)

Under authority of Lessee, I further certify that by virtue of my acceptance of said cars the same have, on the dates stated above, come under lease to Lessee pursuant to the terms and provisions of said Lease Agreement.

Signature: Daniel M. Dolan
Authorized Inspector

Date: OCTOBER 24, 1988

On this 24th day of OCTOBER, 1988 before me personally appeared Daniel M. Dolan, known to me personally known, who being by me duly sworn, says that he is President of NORTHWESTERN OKLAHOMA RAILROAD.

" OFFICIAL SEAL "
GERALDINE DE BARTOLO
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8/8/91

Geraldine De Bartolo
Notary Public for Illinois

ACKNOWLEDGMENT-INDIVIDUAL

SOLD BY NOTARIES EQUIPMENT COMPANY, PHILADELPHIA, PA 19107

Commonwealth of Pennsylvania, {
County of PHILADELPHIA } ss.

On this, the 28 day of October 1988, before me
BARBARA ANN RASTETTER, the undersigned officer, personally
appeared ROBERT L. SHINER, JR. known to me, or satisfactorily proven to
be the person whose name IS subscribed to the within instrument, and acknowledged that
HE executed the same for the purposes therein contained.

In Witness Whereof, I hereunto set my hand and official seal.

[SEAL]

NOTARY PUBLIC

BARBARA ANN RASTETTER
Notary Public, Phila. Co.

My Comm. Expires - April 14, 1993